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No. 98-7

FILED

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OFFICE OF THE CLERK
SUPREME COURT, U.S.

IN THE

Supreme Court of the United States

OCTOBER TERM, 1997

CHARLES L. GRIMES,

Petitioner,

v.

VITALINK COMMUNICATIONS CORPORATION,

Respondent.

On Petition for a Writ of Certiorari to the Supreme Court of Delaware

REPLY BRIEF FOR PETITIONER

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REPLY BRIEF FOR PETITIONER

Respondent's opposition to the petition for certiorari simply points up the split between the Seventh Circuit, which held in *Beerly* v. *Dept. of the Treasury*, 768 F.2d 942 (7th Cir.), *cert. denied*, 475 U.S. 1010 (1985), that a "squeezeout" under corporation law is subject to due process, and the Supreme Court of Delaware, which in this case has held in effect that it is not. That *Beerly* dealt with a federal corporation law, the National Bank Act, whereas this case deals with a state corporation law, is a distinction without a difference. Obviously the Delaware courts are subject to the requirements of due process under the Fourteenth Amendment.

It is clearly desirable that this Court resolve this split of authority between a major circuit court of appeals on the one hand, and the courts of the state under whose law a large proportion of publicly held companies are incorporated on the other hand; and in so doing, clarify the applicable requirements of "just compensation" under the due process clause of the Fourteenth Amendment. This is particularly true now, when every day's newspaper brings news of another merger of two major corporations.

The petition for certiorari should be granted.

Respectfully submitted,

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